

#26

Rec. No 11855-A  
11855-B

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
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CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

100 OFFICE OF  
THE ATTORNEY GENERAL  
MAR 24 11 18 AM '88  
MOTOR OPERATING UNIT

20006-2973 RECORDATION NO. 11855-A ✓ Filed 1425

MAR 24 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

March 24, 1988

MAR 24 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No. 8-084A020

Date MAR 24 1988

Fee \$ 26.00

ICC Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) original signed copies each of 1) First Supplemental Equipment Trust Agreement dated as of February 15, 1988 and 2) Bill of Sale dated March 14, 1988, secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Trust Agreement dated as of May 15, 1980 between Morgan Guaranty Trust Company of New York, as Trustee, 30 West Broadway, New York, New York 10015 and ACF Industries, Incorporated, 3301 Rider Trail South, Earth City, Missouri 63045, which was duly filed and recorded on May 30, 1980 at 2:45 p.m. and assigned Recordation Number 11855.

A description of the railroad equipment covered by 1) and 2) above is set forth in Schedules A and B, respectively, attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return three (3) stamped copies each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

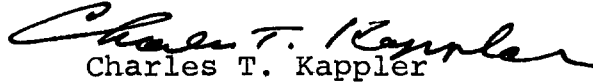
CT. Kappler  
C. Quinlan

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
March 24, 1988  
Page Two

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

First Supplemental Equipment Trust Agreement dated as of February 15, 1988 covering eleven (11) tank cars marked and numbered ACFX 71839 - ACFX 71849; and Bill of Sale dated March 14, 1988 covering sixteen (16) tank and hopper cars bearing ACFX mark and numbers.

Very truly yours,

  
Charles T. Kappler

Enclosures

MAR 24 1988 - 11 25 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Morgan Guaranty Trust Company of New York, as Trustee (the Trustee) under the Equipment Trust Agreement dated as of May 15, 1980, between the Trustee and ACF Industries, Incorporated, a New Jersey corporation (the "Company"), in consideration of the sum of One Dollar and other good and valuable consideration paid by the Company, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company and its successors and assigns, the units of railroad equipment described in Exhibit "A" attached hereto and hereby made a part hereof, to have and to hold all and singular such units to the Company and such successors and assigns for its and their own use and behoof forever.

This Bill of Sale is made without recourse to the Trustee for any reasons whatsoever and without covenant of title, representation, or warranty of any kind, including as to the condition and existence of the units of railroad equipment, by the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed in its name this 14<sup>th</sup> day of March, 1988.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

By: \_\_\_\_\_

*[Signature]*  
Vice President

(SEAL)

Attest:

*[Signature]*  
Assistant Secretary  
STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss:

On this 14<sup>th</sup> day of March, 1988, before me personally appeared R. E. SPARROW, to me known, who, being by me duly sworn, says that he is Vice President of Morgan Guaranty Trust Company of New York, that the seal affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*[Signature]*  
Notary Public

My commission expires: \_\_\_\_\_

MASON C. SALIT  
Notary Public, State of New York  
No. 30-4891892  
Qualified in Nassau County  
My Commission Expires Aug. 17, 1989

EXHIBIT "A"

Description of Released Equipment

Quantity	Cars Initialed ACFX and Numbered	AAR Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value
1	49579	L153	5/80	\$ 37,565	\$ 26,295	\$ 27,575
1	49616	L153	5/80	37,316	27,907	29,905
1	49628	L153	5/80	37,317	24,256	26,679
1	49646	L153	4/80	37,317	31,719	33,133
1	50878	L254	4/80	43,209	38,889	39,312
1	59189	L254	11/79	40,078	38,074	38,431
1	59232	L254	1/80	40,787	32,630	33,220
1	59400	L254	9/79	38,144	32,422	33,013
1	79056	T105	1/80	41,448	31,086	33,450
1	79067	T104	11/79	36,220	28,976	29,560
1	79073	T104	11/79	36,220	30,787	33,030
1	79132	T104	1/80	37,185	27,889	29,563
1	79321	T107	2/80	38,484	26,939	28,857
1	79842	T105	4/80	42,240	29,568	31,229
1	98796	L254	3/80	40,745	36,670	37,442
1	99132	L254	2/80	39,686	31,749	33,187
					\$ 495,936	\$ 517,586